

EXHIBIT B – Part 3

Monthly Fee Application for the Period from:
March 1, 2011 – March 31, 2011

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
	)	Chapter 11
)	
	)	Case No. 01-01139 (JKF)
W.R. GRACE & CO., <u>et al.</u>,	)	(Jointly Administered)
)	
Debtors.	)	Objection Deadline:
	)	May 17, 2011 at 4:00 p.m.
	)	Hearing date: To be scheduled only if objections
	)	are timely filed and served.

NOTICE OF FILING OF MONTHLY FEE APPLICATION

To: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; and (7) Counsel to the Debtors-in-Possession Lenders (8) the Fee Auditor:

Stroock & Stroock & Lavan LLP ("Stroock"), counsel to the Official Committee of Unsecured Creditors (the "Committee") of the above captioned debtor and debtors in possession in the above-captioned chapter 11 cases, filed and served the One Hundred and Twentieth Monthly Fee Application of Stroock & Stroock & Lavan LLP for Interim Compensation and for Reimbursement of Expenses for the services rendered during the period March 1, 2011 through March 31, 2011, seeking compensation in the amount of \$95,649.00 and reimbursement for actual and necessary expenses in the amount of \$1,447.38.

Objections or responses to the Monthly Fee Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **May 17, 2011 at 4:00 p.m.**

At the same time you must also serve a copy of the objections or responses, if any, upon the Affected Professional and each of the following: (i) co-counsel for the Debtors, Adam Paul,

Date Filed: 4/28/11
Docket No: 26834

Esquire, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654 (fax number 312-862-2200), and James E. O'Neill, Esquire, Pachulski, Stang, Ziehl, Young & Jones P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705 (Courier 19801) (fax number 302-652-4400), and Janet S. Baer, Esquire, Baer Higgins Fruchtmann LLC, 111 East Wacker Drive, Suite 2800, Chicago, IL 60601 (Fax number 312-577-0737); (ii) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane Morris LLP, 222 Delaware Avenue, Suite 1600, Wilmington, Delaware 19801-1659 (fax number 302-657-4901); (iii) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod LLP, Wachovia Building, 200 South Biscayne Boulevard, Suite 2500, Miami, Florida 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, Delaware 19899 (fax number 302-575-1714); (iv) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, New York 10022 (fax number 212-644-6755), and Mark Hurford, Esquire, Campbell & Levine, LLC, 800 N. King Street, Suite 300, Wilmington, Delaware 19801 (fax number 302-426-9947); (v) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins LLP, Sears Tower, Suite 5800, Chicago, Illinois 60606 (fax number 312-993-9767), and Neil B. Glassman, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. 25130, Wilmington, Delaware 19899 (fax number 302-658-6395); (vi) co-counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036 (fax number 212-715-8000), and Teresa K.D. Currier, Esquire, Saul Ewing LLP, 222 Delaware Avenue, Wilmington,

Delaware 19801 (Fax number 302-421-6813); (vii) the Office of the United States Trustee, Attn: David Klauder, Esquire, 844 N. King Street, Wilmington, Delaware 19801 (fax number 302-573-6497); and (viii) the Fee Auditor, Bobbi Ruhlander, Warren H. Smith and Associates, P.C., Republic Center, 325 N. St. Paul, Suite 1250, Dallas, TX 75201 (Fax number 214-722-0081).

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Dated: April 28, 2011
Wilmington, Delaware

RESPECTFULLY SUBMITTED,

/s/ Michael R. Lastowski

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Co-Counsel for the Official Committee of
Unsecured Creditors of W. R. Grace & Co., et al.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
	)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u>,	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
)	
Debtors.	)	Objection Deadline:
	)	May 17, 2011 at 4:00 p.m.
	)	Hearing date: To be scheduled only if objections
	)	are timely filed and served.

**ONE HUNDRED AND TWENTIETH MONTHLY FEE APPLICATION OF STROOCK
& STROOCK & LAVAN LLP FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM MARCH 1, 2011 THROUGH MARCH 31, 2011**

Name of Applicant	Stroock & Stroock & Lavan LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	April 12, 2001
Period for which compensation and reimbursement is sought	March 1, 2011 – March 31, 2011
Amount of Compensation sought as actual, reasonable and necessary:	\$95,649.00 (80%: \$76,519.20)
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$1,447.38
This is an: <input checked="" type="checkbox"/> interim <input type="checkbox"/> final application	

Attachment A

Monthly Interim Fee Applications

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
May 30, 2001 D.I.339	4/12/01- 4/30/01	\$138,926.00	\$1,975.13	\$111,140.80	\$1,975.13
July 2, 2001 D.I.613	5/1/01 – 5/31/01	\$139,928.75	\$6,884.73	\$111,943.00	\$6,884.73
July 30, 2001 D.I.772	6/1/01 – 6/30/01	\$91,019.00	\$10,458.14	\$72,815.20	\$10,458.14
September 5, 2001 D.I.889	7/1/01- 7/31/01	\$92,308.00	\$5,144.37	\$73,846.40	\$5,144.37
October 2, 2001 D.I.983	8/1/01 8/31/01	\$53,873.50	\$3,069.88	\$43,098.80	\$3,069.88
October 31, 2001 D.I.1058	9/1/01 – 9/30/01	\$58,742.00	\$6,801.32	\$46,993.60	\$6,801.32
November 26, 2001 D.I.1239	10/1/01 – 10/31/01	\$101,069.00	\$3,562.09	\$80,855.20	\$3,562.09
January 8, 2002 D.I.1470	11/1/01 – 11/30/01	\$136,368.50	\$8,847.34	\$109,094.80	\$8,847.34
February 1, 2002 D.I.1608	12/01/01 – 12/31/01	\$92,064.50	\$9,471.47	\$73,651.60	\$9,471.47
March 14, 2002 D.I.1812	01/01/02 – 01/31/02	\$100,231.50	\$14,675.58	\$80,185.20	\$14,675.58
April 22, 2002 D.I.1951	02/01/02 – 02/28/02	\$88,974.50	\$16,863.97	\$71,179.60	\$16,863.97
May 8, 2002 D.I.2029	03/01/02 – 03/31/02	\$77,964.25	\$1,190.44	\$62,371.40	\$1,190.44
June 3, 2002 D.I.2156	04/01/02- 04/30/02	\$97,251.50	\$1,816.40 (Stroock) \$9,772.37 (Chambers)	\$77,801.20	\$11,588.86

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
July 2, 2002 D.I.2324	05/01/02 – 05/31/02	\$74,910.75	\$2,9154.43 (Stroock) \$43,190.69 (Chambers)	\$59,928.60	\$46,105.12
August 5, 2002 D.I.2495	06/01/02 – 06/30/02	\$73,096.75	\$2,054.05 (Stroock) \$114,666.72 (Chambers)	\$58,477.4011	\$116,720.77
September 20, 2002 D.I.2720	07/01/02 – 07/31/02	\$90,903.27	\$1,250.79 (Stroock) \$11,996.25 (Chambers)	\$72,722.61	\$13,274.04
October 29, 2002 D.I.2898	08/01/02 – 08/31/02	\$93,151.25	\$11,539.51 (Stroock) \$5,046.70 (Chambers)	\$74,521.00	\$16,586.21
November 14, 2002 D.I.2981	09/01/02 – 09/30/02	\$96,613.25	\$15,567.77 (Stroock) \$771.50 (Chambers)	\$77,290.60	\$16,339.27
December 10, 2002 D.I.3129	10/1/02 – 10/31/02	\$68,404.00	\$2,956.54 (Stroock) \$1,780.75 (Chambers)	\$54,723.20	\$4,737.29
January 28, 2003 D.I.3286	11/1/02 – 11/30/02	\$75,345.50	\$8,712.16 (Stroock)	\$60,276.40	\$8,712.16
February 7, 2003 D.I.3349	12/1/02 – 12/31/02	\$27,683.50	\$13,332.14 (Stroock)	\$22,146.80	\$13,332.14
March 26, 2003 D.I.3552	1/1/03 – 1/31/03	\$88,139.00	\$1,210.11 (Stroock)	\$70,511.20	\$1,210.11
April 7, 2003 D.I.3626	2/1/03 – 2/28/03	\$76,313.00	\$2,022.78 (Stroock) \$1,077.80 (Chambers)	\$61,050.40	\$3,100.58
April 29, 2003 D.I. 3718	3/1/03 – 3/31/03	\$60,163.50	\$6,191.15 (Stroock)	\$48,130.80	\$6,191.15
June 2, 2003 D.I. 3850	4/1/03 – 4/30/03	\$60,269.00	\$814.02 (Stroock) \$2,043.00 (Chambers)	\$48,215.20	\$2,857.02
July 1, 2003 D.I. 3983	5/1/03 – 5/31/03	\$111,990.50	\$691.84 (Stroock) \$9,830.50 (Chambers)	\$89,592.40	\$10,522.34
August 5, 2003 D.I. 4152	6/1/03 – 6/30/03	\$43,824.00	\$1,220.42 (Stroock) \$61,755.00 (Chambers)	\$35,059.20	\$62,975.42

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
September 4, 2003 D.I. 4381	7/1/03 – 7/31/03	\$79,090.50	\$2,301.33 (Stroock) \$14,274.25 (Chambers)	\$55,941.60	\$16,575.58
September 30, 2003 D.I. 4512	8/1/03 – 8/31/03	\$69,927.00	\$1,164.19 (Stroock) \$12,488.94 (Chambers)	\$55,941.60	\$13,653.13
October 29, 2003 D.I. 4625	9/1/03 – 9/30/03	\$69,409.50	\$1,076.94 (Stroock) \$10,102.00 (Chambers)	\$55,527.60	\$11,178.94
December 19, 2002 D.I. 4843	10/1/03 – 10/31/03	\$96,980.50	\$3,800.45 (Stroock) \$42,881.50 (Chambers)	\$77,584.40	\$46,681.95
January 23, 2003 D.I. 4976	11/1/03 – 11/30/03	\$66,428.50	\$1,225.38 (Stroock) \$30,463.00 (Navigant f/k/a Chambers)	\$53,142.80	\$31,688.38
February 4, 2004 D.I. 5056	12/1/03 – 12/31/03	\$52,321.50	\$924.99 (Stroock) \$27,005.00 (Navigant f/k/a Chambers)	\$41,857.20	\$27,929.99
March 17, 2004 D.I. 5309	1/1/04 – 1/31/04	\$65,980.50	\$1,917.93 (Stroock) \$47,654.57 (Navigant f/k/a Chambers)	\$52,784.40	\$49,572.50
April 6, 2004 D.I. 5406	2/1/04 – 2/29/04	\$90,421.50	\$3,636.48 (Stroock) \$35,492.50 (Navigant f/k/a Chambers)	\$72,337.20	\$39,128.98
April 28, 2004 D.I. 5498	3/1/04 – 3/31/04	\$103,524.00	\$5,567.34 (Stroock)	\$82,819.20	\$5,567.34
June 14, 2004 D.I. 5803	4/1/04 – 4/30/04	\$99,136.00	\$3,518.96 (Stroock) \$1,515.00 (Navigant February) \$49,667.00 (Navigant March) \$80,307.11 (Navigant April)	\$79,308.80	\$135,008.07
July 2, 2004 D.I. 5917	5/1/04 – 5/31/04	\$134,324.50	\$2,409.97 (Stroock) \$78,360.05 (Navigant May)	\$107,459.60	\$80,770.02

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
August 2, 2004 D.I. 6105	6/1/04 – 6/30/04	\$120,501.00	\$1,831.49 (Stroock) \$62,625.00 (Navigant June)	\$96,400.80	\$64,456.49
September 9, 2004 D.I. 6341	7/1/04 – 7/31/04	\$72,394.00	\$3,461.84 (Stroock) \$40,427.50 (Navigant July)	\$57,915.20	\$43,889.34
September 23, 2004 D.I. 6444	8/1/04 – 8/31/04	\$70,457.00	\$1,764.40 (Stroock)	\$56,365.60	\$1,764.40
October 14, 2004 D.I. 6625	9/1/04 – 9/30/04	\$83,903.50	\$1,535.61 (Stroock) \$27,142.00 (Navigant August)	\$67,122.80	\$28,677.61
December 3, 2004 D.I. 7086	10/1/04 – 10/31/04	\$200,155.50	\$1,368.18 (Stroock) \$ 24,659.00 (Navigant September)	\$160,124.40	\$26,027.18
January 7, 2005 D.I. 7481	11/1/04 – 11/30/04	\$218,608.50	\$14,019.09 (Stroock) \$25,102.80 (Navigant October) \$27,972.34 (Navigant November)	\$174,886.80	\$67,094.23
February 2, 2005 D.I. 7667	12/1/04 – 12/31/04	\$235,503.70	\$10,442.92 (Stroock) \$62,687.97 (Navigant December)	\$188,402.96	\$73,130.89
March 15, 2005 D.I. 8026	1/1/05 – 1/31/05	\$187,168.00	\$4,411.55 (Stroock) \$15,686.00 (Navigant January)	\$149,734.40	\$20,097.55
April 1, 2005 D.I. 8155	2/1/05 – 2/28/05	\$108,180.25	\$8,102.85 (Stroock) \$18,303.37 (Navigant February)	\$86,544.20	\$26,406.22
April 25, 2005 D.I. 8331	3/1/05 – 3/31/05	\$56,941.25	\$287.23 (Stroock) \$6,114.86 (Navigant March)	\$45,553.00	\$6,402.09
June 6, 2005 D.I. 8562	4/1/05 – 4/30/05	\$127,695.00	\$3,531.45 (Stroock) \$20,129.06 (Navigant April)	\$102,156.00	\$23,660.51

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
June 28, 2005 D.I. 8704	5/1/05 – 5/31/05	\$115,453.75	\$858.21 (Stroock)	\$78,855.20	\$858.21
August 3, 2005 D.I. 9135	6/1/05 – 6/30/05	\$114,903.75	\$4,871.74 (Stroock) \$34,075.28 (Navigant)	\$91,923.00	\$38,947.02
September 8, 2005 D.I. 9356	7/1/05 – 7/31/05	\$117,780.75	\$2,088.44 (Stroock) \$2,211.00 (Navigant)	94,224.60	\$4,299.44
October 14, 2005 D.I. 9565	8/1/05 8/31/05	\$106,796.25	\$5,046.99 (Stroock) \$18,550.00 (Navigant)	\$85,437.00	\$23,596.99
November 1, 2005 D.I. 10951	9/1/05 9/31/05	\$67,697.50	\$1,399.68 (Stroock) \$11,197.50 (Navigant)	\$54,158.00	\$12,597.18
November 29, 2005 D.I. 11202	10/1/05 - 10/31/05	\$98,216.75	\$1,611.30 (Stroock) \$11,582.50 (Navigant)	\$78,573.40	\$13,193.80
January 9, 2006 D.I. 11507	11/1/05 11/30/05	\$104,348.00	\$2,847.45 (Stroock) \$71,598.50 (Navigant)	\$83,478.40	\$74,445.95
January 30, 2006 D.I. 11655	12/1/05 – 12/31/05	\$96,855.00	\$1,379.53 (Stroock) \$20,317.49 (Navigant)	\$77,484.00	\$21,697.02
March 1, 2006 D.I. 11921	1/1/06 – 1/31/06	\$73,383.00	\$1,810.85 (Stroock) \$14,124.01 (Navigant)	\$58,706.40	\$15,934.86
March 28, 2006 D.I. 12134	2/1/06 – 2/28/06	\$105,083.75	\$1,434.62 (Stroock) \$25,971.70 (Navigant)	\$84,067.00	\$27,406.32
May 2, 2006 D.I. 12354	3/1/2006 - 3/31/2006	\$145,189.50	\$2,512.81 (Stroock) \$25,838.37 (Navigant)	\$116,151.60	\$28,351.18
May 31, 2006 D.I. 12558	4/1/2006 - 4/30/2006	\$116,817.00	\$2,141.42 (Stroock) \$7,425.00 (Navigant)	\$93,453.60	\$9,566.42
July 6, 2006 D.I. 12748	5/1/2006 – 5/31/2006	\$121,304.50	\$1,838.71 (Stroock) \$17,493.75 (Navigant)	\$97,043.60	\$19,332.46
August 1, 2006 D.I. 12899	6/1/2006 – 6/30/2006	\$94,856.50	\$1,869.66 (Stroock) \$38,548.75 (Navigant)	\$75,885.20	\$40,418.41

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
August 30, 2006 D.I. 13117	7/1/2006 – 7/31/2006	\$97,397.25	\$496.76 (Stroock) \$30,280.00 (Navigant)	\$77,917.80	\$30,776.76
October 2, 2006 D.I. 13336	8/1/2006- 8/31/2006	\$131,856.25	\$98.34 (Stroock) \$98,317.50 (Navigant)	\$105,485.00	\$98,415.84
November 2, 2006 D.I. 13559	9/1/2006 – 9/30/2006	\$150,960.00	\$4,147.01 (Stroock) \$91,179.11 (Navigant)	\$120,768.00	\$95,326.12
November 29, 2006 D.I. 13838	10/1/06 – 10/31/06	\$196,223.50	\$915.14 (Stroock) \$147,374.20 (Navigant)	\$156,978.89	\$148,289.34
January 12, 2007 D.I. 14292	11/1/06 – 11/30/06	\$188,638.00	\$3,370.16 (Stroock) \$133,438.70 (Navigant)	\$150,910.40	\$136,808.86
January 29, 2007 D.I. 14415	12/1/06 – 12/31/06	\$99,832.00	\$5,752.89 (Stroock) \$55,245.22 (Navigant)	\$79,865.60	\$60,998.11
March 8, 2007 D.I. 14810	1/1/2007 – 1/31/2007	\$77,582.00	\$962.06 (Stroock) \$90,474.74 (Navigant)	\$62,065.60	\$91,436.80
April 10, 2007 D.I. 15132	2/1/2007 – 2/28/2007	\$119,140.50	\$3,092.88 (Stroock) \$77,301.25 (Navigant)	\$95,312.40	\$80,394.13
May 1, 2007 D.I. 15457	3/1/2007 – 3/31/2007	\$135,228.00	\$6,635.25 (Stroock) \$104,674.53 (Navigant)	\$108,182.40	\$111,309.78
June 22, 2007 D.I. 16136	4/1/2007 – 4/30/2007	\$177,646.00	\$815.81 (Stroock) \$173,437.45 (Navigant)	\$142,116.80	\$174,253.26
July 17, 2007 D.I. 16309	5/1/2007 – 5/31/2007	\$205,937.25	\$6,405.01 (Stroock) \$162,431.03 (Navigant)	\$164,749.80	\$168,836.04
August 10, 2007 D.I. 16528	6/1/2007 – 6/30.2007	\$225,650.50	\$5,929.97 (Stroock) \$200,294.81 (Navigant)	\$180,520.40	\$206,224.78
September 14, 2007 D.I. 16822	7/1/2007 – 7/31/2007	\$157,268.50	\$4,021.65 (Stroock) \$208,116.54 (Navigant)	\$125,814.80	\$212,138.19
October 1, 2007 D.I. 16959	8/1/2007 – 8/31/2007	\$145,866.50	\$3,354.61 (Stroock) \$210,152.54 (Navigant)	\$116,693.20	\$213,507.15

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
November 19, 2007 D.I. 17394	9/1/2007 – 9/30/2007	\$206,908.50	\$3,056.89 (Stroock)	\$165,526.80	\$3,056.89
December 5, 2007 D.I. 17548	10/1/07 - 10/31/07	\$288,976.50	\$22,324.58 (Stroock) \$325,509.63 (Navigant)	\$231,181.20	\$347,834.21
January 11, 2008 D.I. 17803	11/1/07 – 11/30/07	\$249,372.50	\$32,780.40 (Stroock) \$162,394.93 (Navigant)	\$199,498.00	\$195,175.33
February 1, 2008 D.I. 17957	12/1/07 – 12/31/07	\$116,522.50	\$57,717.92 (Stroock) \$47,444.43 (Navigant)	\$93,218.00	\$105,162.35
March 4, 2008 D.I. 18202	1/1/08 – 1/31/08	\$201,472.50	\$3,282.80 (Stroock) \$86,070.26 (Navigant)	\$161,178.00	\$89,353.06
April 4, 2008 D.I. 18450	2/1/08 – 2/29/08	\$195,491.00	\$5,922.25 (Stroock) \$73,924.16 (Navigant)	\$156,392.80	\$79,846.41
April 29, 2008 D.I. 18639	3/1/08 – 3/31/08	\$275,659.00	\$11,217.17 (Stroock) \$69,201.53 (Navigant)	\$220,527.20	\$80,418.70
June 4, 2008 D.I. 18862	4/1/08 - 4/30/08	\$298,888.00	\$10,143.60 (Stroock) \$38,800.00 (Navigant)	\$239,110.40	\$48,943.60
July 1, 2008 D.I. 19032	5/1/08 - 5/31/08	\$138,683.50	\$3,649.95 (Stroock)	\$110,946.80	\$3,649.95
August 4, 2008 D.I. 19224	6/1/2008 - 6/30/2008	\$213,559.00	\$12,357.78 (Stroock) \$96.84 (Navigant)	\$170,847.20	\$12,454.62
September 10, 2008 D.I. 19516	7/1/2008 - 7/31/2008	\$206,087.50	\$6,717.13 (Stroock) \$259.90 (Navigant)	\$164,870.00	\$6,977.03
September 30, 2008 D.I. 19653	8/1/2008 – 8/31/2008	\$212,928.50	\$2,326.65 (Stroock)	\$170,342.80	\$2,326.65
November 6, 2008 D.I. 19949	9/1/2008 – 9/30/2008	\$226,486.50	\$2,844.77 (Stroock)	\$181,189.20	\$2,844.77
December 2, 2008 D.I. 20174	10/1/08 – 10/31/08	\$270,097.00	\$10,611.52 (Stroock)	\$216,077.60	\$10,611.52

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
December 30, 2008 D.I. 20384 & 20385	11/1/08 – 11/30/08	\$184,642.00	\$5,870.24 (Stroock)	\$147,713.60	\$5,870.24
February 3, 2009 D.I. 20654	12/1/08 – 12/31/08	\$102,648.50	\$4,017.80 (Stroock)	\$82,118.80	\$4,017.80
March 3, 2009 D.I. 20906	1/1/09 – 1/31/09	\$114,525.00	\$2,458.44 (Stroock)	\$91,620.00	\$2,458.44
March 30, 2009 D.I. 21152	2/1/09 – 2/28/09	\$141,569.00	\$1,627.89 (Stroock)	\$113,255.20	\$1,627.89
April 29, 2009 D.I. 21475	3/1/09 – 3/31/09	\$181,006.75	\$3,270.02 (Stroock)	\$144,805.40	\$3,270.02
May 29, 2009 D.I. 21910	4/1/09 – 4/30/09	\$187,588.50	\$1,545.41 (Stroock)	\$150,070.80	\$1,545.41
July 1, 2009 D.I. 22310	5/1/09 – 5/31/09	\$227,989.00	\$9,428.79 (Stroock)	\$182,391.20	\$9,428.79
August 6, 2009 D.I. 22709	6/1/09 – 6/30/09	\$238,611.25	\$5,960.91 (Stroock)	\$190,889.00	\$5,960.91
September 25, 2009 D.I. 23338	7/1/09 – 7/31/09	\$294,766.50	\$17,306.20 (Stroock)	\$235,813.20	\$17,306.20
October 5, 2009 D.I. 23422	8/1/09 – 8/31/09	\$299,544.25	\$7,237.57 (Stroock) \$2,812.50 (Navigant)	\$239,635.40	\$10,050.07
November 13, 2009 D.I. 23759	9/1/09 – 9/30/09	\$349,937.50	\$20,164.05 (Stroock)	\$279,950.00	\$20,164.05
December 1, 2009 D.I. 23897	10/1/09 – 10/31/09	\$281,050.75	\$12,457.25 (Stroock)	\$224,840.60	\$12,457.25
December 30, 2009 D.I. 24087	11/1/09 – 11/30/09	\$219,347.00	\$10,084.80 (Stroock)	\$175,477.60	\$10,084.80
January 29, 2010 D.I. 24211	12/1/09 – 12/31/09	\$117,137.00	\$3,532.36 (Stroock)	\$93,709.60	\$3,532.36

		Payment Requested:		CNO Filed Approving:	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
March 1, 2010 D.I. 24376	1/1/2010 – 1/31/2010	\$193,442.75	\$3,163.37 (Stroock)	\$154,754.20	\$3,163.37
March 30, 2010 D.I. 24537	2/1/2010 – 2/28/2010	\$56,435.50	\$1,668.29 (Stroock)	\$45,148.40	\$1,668.29
April 28, 2010 D.I. 24687	3/1/2010 – 3/31/2010	\$42,209.00	\$636.63 (Stroock)	\$33,767.20	\$636.63
May 28, 2010 D.I. 24859	4/1/2010 – 4/30/2010	\$44,465.00	\$265.51 (Stroock)	\$35,572.00	\$265.51
June 28, 2010 D.I. 24993	5/1/2010 – 5/31/2010	\$36,946.50	\$770.90 (Stroock)	\$29,557.20	\$770.90
July 28, 2010 D.I. 25130	6/1/2010 – 6/30/2010	\$52,374.50	\$93.68 (Stroock)	\$41,899.60	\$93.68
August 30, 2010 D.I. 25286	7/1/2010 – 7/31/2010	\$20,240.00	\$141.30 (Stroock)	\$16,192.00	\$141.30
September 28, 2010 D.I. 25488	8/1/2010 – 8/31/2010	\$23,595.50	\$157.91 (Stroock)	\$18,876.40	\$157.91
October 28, 2010 D.I. 25660	9/1/2010 – 9/30/2010	\$25,244.50	\$328.75 (Stroock)	\$20,195.60	\$328.75
November 29, 2010 D.I. 25812	10/1/2010 – 10/31/10	\$17,677.50	\$90.00 (Stroock)	\$14,142.00	\$90.00
December 28, 2010 D.I. 25963	11/1/2010 – 11/30/2010	\$45,417.00	\$307.06 (Stroock)	\$36,333.60	\$307.06
January 28, 2011 D.I. 26140	12/1/2011 – 12/31/2011	\$78,046.75	\$2,238.40 (Stroock)	\$62,437.40	\$2,238.40
February 28, 2011 D.I. 26435	1/1/2011 – 1/31/2011	\$37,267.00	\$193.84 (Stroock)	\$29,813.60	\$193.84
March 28, 2011 D.I. 26651	2/1/2011 – 2/28/2011	\$145,264.75	\$3,264.42 (Stroock)	\$116,211.80	\$3,264.42

WR GRACE & CO
ATTACHMENT B
MARCH 1, 2011 - MARCH 31, 2011

	Hours	Rate	Amount	No. of Years in Position
Partners				
Kruger, Lewis	5.3	\$ 995	\$ 5,273.50	41
Pasquale, Kenneth	20.7	895	18,526.50	20
Wintner, Mark	0.4	975	390.00	22
Associates				
Keppler, Abbey L.	1.0	720	720.00	22
Krieger, Arlene G.	90.6	715	64,779.00	26
Paraprofessionals				
Magzamen, Michael	1.0	320	320.00	9
Mohamed, David	28.2	200	5,640.00	21
Total	147.2		\$ 95,649.00	

EXHIBIT A

WR GRACE & CO
COMPENSATION BY PROJECT CATEGORY
MARCH 1, 2011 - MARCH 31, 2011

Matter Code	Project Category	Hours	Amount
0003	Claim Analysis Objection, Resolution & Estimation (Asbestos)	2.70	\$ 2,042.50
0013	Business Operations	0.50	357.50
0014	Case Administration	21.30	4,569.00
0017	Committee, Creditors', Noteholders', or Equity Holders'	11.80	8,805.00
0018	Fee Application, Applicant	12.00	4,610.00
0019	Creditor Inquiries	0.90	643.50
0020	Fee Application, Others	0.30	214.50
0021	Employee Benefits, Pension	6.70	5,043.50
0036	Plan and Disclosure Statement	80.50	61,514.00
0037	Hearings	10.40	7,778.00
0041	Relief from Stay Proceedings	0.10	71.50
	Total	147.2	\$ 95,649.00

STROOCK

INVOICE

DATE	April 28, 2011
INVOICE NO.	531880
CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

FOR PROFESSIONAL SERVICES RENDERED in the captioned matter for the period through March 31, 2011, including:

RE	Claim Analysis Objection, Resolution & Estimation (Asbestos) 699843 0003
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DATE	DESCRIPTION	NAME	HOURS
03/11/2011	Attend to various objections to Garlock intervention pleading.	Krieger, A.	0.9
03/15/2011	Attend to Garlock's pleadings (1.3); attend to additional law firms' objections to intervention motion (.1).	Krieger, A.	1.4
03/15/2011	Review Garlock pleadings.	Kruger, L.	0.4

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	2.3	\$ 715	\$ 1,644.50
Kruger, Lewis	0.4	995	398.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 2,042.50
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STROOCK

RE	Business Operations 699843 0013
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DATE	DESCRIPTION	NAME	HOURS
03/04/2011	Attend to transcript of Grace's Q4 2010 Earnings conference call.	Krieger, A.	0.5

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	0.5	\$ 715	\$ 357.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 357.50
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STROOCK

RE	Case Administration 699843 0014
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DATE	DESCRIPTION	NAME	HOURS
03/01/2011	Obtain and circulate recently docketed pleadings in main case.	Mohamed, D.	0.9
03/02/2011	O/c DM re: scheduling order.	Krieger, A.	0.1
03/02/2011	Obtain and circulate recently docketed pleadings in main case (.7); research and obtain plan documents for attorney review (.6).	Mohamed, D.	1.3
03/03/2011	Obtain and circulate recently docketed pleadings in main case.	Mohamed, D.	0.3
03/04/2011	Obtain and circulate recently docketed pleadings in main case (.5); monitor case docket nos. 01-771, 09-644 and 09-807 (.3).	Mohamed, D.	0.8
03/07/2011	Obtain and circulate recently docketed pleadings in main case (.5); review case file documents (1.2); prepare documents for attorney review (.7).	Mohamed, D.	2.4
03/08/2011	Obtain and circulate recently docketed pleadings in main case.	Mohamed, D.	0.6
03/09/2011	Attend to Fee Auditor's schedule re: 38th quarterly fee applications and correspondence from B. Ruhlander re: same.	Krieger, A.	0.1
03/09/2011	Obtain and circulate recently docketed pleadings in main case.	Mohamed, D.	0.5
03/10/2011	Obtain and circulate recently docketed pleadings in main case (.4); monitor docketed appeals with the district court (.5); obtain documents for attorney review (.3).	Mohamed, D.	1.2
03/11/2011	Obtain and circulate recently docketed pleadings in main case (.9); obtain certain	Mohamed, D.	1.9

STROOCK

DATE	DESCRIPTION	NAME	HOURS
	pleadings for attorney review (.7); review case docket nos. 01-771, 09-644 and 09-807 (.3).		
03/14/2011	Obtain and circulate recently docketed pleadings in main case.	Mohamed, D.	0.7
03/15/2011	Obtain and circulate recently docketed pleadings in main case.	Mohamed, D.	0.4
03/16/2011	Obtain and circulate recently docketed pleadings in main case (.3); obtain certain documents for attorney review (.6).	Mohamed, D.	0.9
03/17/2011	Obtain and circulate recently Docketed Pleadings in main case (.3); research and obtain pleadings for attorney review (.5).	Mohamed, D.	0.8
03/18/2011	Obtain and circulate recently docketed pleadings in main case.	Mohamed, D.	0.9
03/21/2011	Obtain and circulate recently docketed pleadings in main case (.6); review and obtain pleadings re: various appeals in district court (.5); research case docket and obtain documents for attorney review (.8).	Mohamed, D.	1.9
03/23/2011	Exchanged memoranda with D. Mohamed re: 38th interim fee and expense charts.	Krieger, A.	0.2
03/23/2011	Obtain and circulate recently docketed pleadings in main case (.3); review case file documents (.9).	Mohamed, D.	1.2
03/24/2011	Obtain and circulate recently docketed pleadings in main case.	Mohamed, D.	0.8
03/25/2011	Attend to order approving 38th quarterly fee application and order approving pension motion and foreign restructuring motion.	Krieger, A.	0.2
03/25/2011	Obtain and circulate recently docketed pleadings in main case (.7); obtain pleading re district court case no. 11-199 for attorney review (.2).	Mohamed, D.	0.9
03/28/2011	Obtain and circulate recently docketed pleadings in main case (.6); research and obtain documents for attorney review (.5).	Mohamed, D.	1.1

STROOCK

DATE	DESCRIPTION	NAME	HOURS
03/29/2011	Obtain and circulate recently docketed pleadings in main case (.3); research and obtain documents for attorney review (.5).	Mohamed, D.	0.8
03/31/2011	Obtain certain pleadings for attorney review.	Mohamed, D.	0.4

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	0.6	\$ 715	\$ 429.00
Mohamed, David	20.7	200	4,140.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 4,569.00	

STROOCK

RE	Committee, Creditors', Noteholders', or Equity Holders'
	699843 0017

DATE	DESCRIPTION	NAME	HOURS
03/02/2011	Attend to memorandum for the Committee re: 3/2/11 hearing.	Krieger, A.	1.2
03/03/2011	Attend to Capstone's memorandum for the Committee re: foreign holding company structure (.5); t/c J. Dolan re: same (.2); attend to Capstone's memorandum for the Committee re: pension payment acceleration motion (1.6); extended conference call Capstone re: Committee memorandum re: pension motion (1.3).; attend to memorandum to the Committee re: 3/2/11 hearing (.2); attend to revised memorandum re: pension motion, and preparation of additional memorandum for the Committee re: pension motion (2.6); t/cs Janine Dolan re: pension motion memorandum for the Committee (.5).	Krieger, A.	6.9
03/03/2011	Review memo to Committee re: 3/2 court hearing (.1); review memo to Committee re: pension motion (.3).	Kruger, L.	0.4
03/03/2011	Review Capstone report re: Grace foreign structure.	Pasquale, K.	0.3
03/04/2011	Exchanged memoranda with J. Dolan re: pension motion memorandum for the Committee (.3); attend to memoranda for the Committee re: pension motion (.6).	Krieger, A.	0.9
03/04/2011	Review BSNF Reconsideration Motion (.2); review Capstone pension memo (.2).	Kruger, L.	0.4
03/04/2011	Review Capstone pension memo and email to Committee.	Pasquale, K.	0.5
03/07/2011	Attend to Committee memorandum re: Locke lift stay motion.	Krieger, A.	0.3

STROOCK

DATE	DESCRIPTION	NAME	HOURS
03/08/2011	Memorandum to the Committee re: Locke lift stay motion.	Krieger, A.	0.1
03/14/2011	Memorandum to the Committee re: District Court's scheduling order.	Krieger, A.	0.1
03/25/2011	Memorandum to Capstone re: Committee memorandum re: LTIP motion.	Krieger, A.	0.2
03/27/2011	Exchanged memoranda with Capstone re: Committee memorandum on LTIP motion.	Krieger, A.	0.1
03/29/2011	Exchanged memoranda with Committee member re: representative change.	Krieger, A.	0.1
03/30/2011	Attend to Capstone's draft report re: 2011-2013 LTIP plan.	Krieger, A.	0.3

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	10.2	\$ 715	\$ 7,293.00
Kruger, Lewis	0.8	995	796.00
Pasquale, Kenneth	0.8	895	716.00

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 8,805.00
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STROOCK

RE	Fee Application, Applicant 699843 0018
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DATE	DESCRIPTION	NAME	HOURS
03/01/2011	Attend to 39th quarterly fee application (1.6); memoranda and o/c DM re: same (.2).	Krieger, A.	1.8
03/01/2011	Revise draft of SSL's thirty-ninth quarterly fee application.	Mohamed, D.	1.2
03/02/2011	Review Stroock's thirty-ninth quarterly fee application for filing (.7); prepare CoS re: same and forward to local counsel for filing (.6).	Mohamed, D.	1.3
03/02/2011	Review draft SSL quarterly fee application.	Pasquale, K.	0.5
03/03/2011	Review/revise February bill.	Magzamen, M.	0.5
03/03/2011	Prepare and effectuate service re: Stroock's thirty-ninth quarterly fee application.	Mohamed, D.	0.7
03/08/2011	Prepare draft of SSL's one hundred and nineteenth monthly fee application.	Mohamed, D.	0.7
03/15/2011	O/c DM re: February 2011 fee statement.	Krieger, A.	0.1
03/15/2011	Revise draft of SSL's one hundred and nineteenth monthly fee application for attorney review.	Mohamed, D.	0.8
03/16/2011	Attend to February 2011 fee statement.	Krieger, A.	1.6
03/18/2011	Further revise draft of SSL's one hundred and nineteenth monthly fee application for attorney review.	Mohamed, D.	0.7
03/28/2011	Review SSL's one hundred and nineteenth monthly fee application for filing (.8); prepare notice and certificate of service re: same and forward to local counsel for filing (.6); prepare and effectuate service re: fee application (.7).	Mohamed, D.	2.1

STROOCK

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	3.5	\$ 715	\$ 2,502.50
Magzamen, Michael	0.5	320	160.00
Mohamed, David	7.5	200	1,500.00
Pasquale, Kenneth	0.5	895	447.50
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 4,610.00	

STROOCK

RE	Creditor Inquiries 699843 0019
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DATE	DESCRIPTION	NAME	HOURS
03/17/2011	Respond to inquiry from unsecured creditor.	Krieger, A.	0.6
03/31/2011	T/cs creditor re: status.	Krieger, A.	0.3

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	0.9	\$ 715	\$ 643.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 643.50
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STROOCK

RE	Fee Application, Others 699843 0020
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DATE	DESCRIPTION	NAME	HOURS
03/24/2011	Attend to multiple applications and certifications from counsel for other professionals.	Krieger, A.	0.3

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	0.3	\$ 715	\$ 214.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 214.50
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STROOCK

RE	Employee Benefits, Pension 699843 0021
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DATE	DESCRIPTION	NAME	HOURS
03/01/2011	Office conference with A. Kreiger re: request for increased pension contributions.	Keppler, A.	1.0
03/01/2011	Conference call J. Baer, R. Higgins re: pension liabilities (.3); o/c A. Keppler re: pension motion issues (1.0); attend to pension motion related materials (.9).	Krieger, A.	2.2
03/02/2011	Conference call Capstone re: pension motion, outstanding questions and memorandum to the Committee (.4); review AON Actuarial Report and memo to M. Wintner re: same (.3); o/c G. Sasson re: pension motion (.2).	Krieger, A.	0.9
03/02/2011	Attn to Pension Plan actuarial report.	Wintner, M.	0.4
03/08/2011	T/c Capstone re: pension motion.	Krieger, A.	0.1
03/10/2011	Telephone conference J. Radecki re: pension motion.	Pasquale, K.	0.2
03/14/2011	Review LIP motion.	Pasquale, K.	0.6
03/15/2011	Attend to Debtors' motion re: implementation of 2011 Long-Term Incentive Plan and exchanged memoranda with Capstone re: same.	Krieger, A.	1.3

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Keppler, Abbey L.	1.0	\$ 720	\$ 720.00
Krieger, Arlene G.	4.5	715	3,217.50
Pasquale, Kenneth	0.8	895	716.00
Wintner, Mark	0.4	975	390.00
TOTAL FOR PROFESSIONAL SERVICES RENDERED		\$ 5,043.50	

STROOCK

RE	Expenses 699843 0024
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TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 0.00
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MATTER DISBURSEMENT SUMMARY

Outside Messenger Service	\$ 115.59
Local Transportation	195.87
Long Distance Telephone	101.17
Travel Expenses - Transportation	274.50
Westlaw	760.25

TOTAL DISBURSEMENTS/CHARGES	\$ 1,447.38
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STROOCK

RE	Plan and Disclosure Statement 699843 0036
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DATE	DESCRIPTION	NAME	HOURS
03/01/2011	Attend to motions for reconsideration of the confirmation order and Rule 3033 motions filed (1.8); exchanged memoranda with lenders' counsel re: appellate briefing (.2).	Krieger, A.	2.0
03/01/2011	Review draft Order to Consolidate Committees and ad hoc appeal (.2); review Motions for Reconsideration and Rule 9033 Motions (.6).	Kruger, L.	0.8
03/01/2011	Review draft proposed order to consolidate appeals.	Pasquale, K.	0.3
03/02/2011	Attend to draft stipulation and agreed order re: consolidating appeals and emails regarding same (.2); attend to motion for consolidation of appeals and o/cs KP re: same (1.6); attend to objection to findings of fact, conclusions of law (1.9); attend to notice of submissions of confirmation plan (.4).	Krieger, A.	4.1
03/02/2011	O/c with AK re: Court hearing (.2); review Motion to Consolidate (.6).	Kruger, L.	0.8
03/02/2011	Emails with lenders' counsel re: consolidation issues (.3); review and revise draft motion to consolidate (2.2).	Pasquale, K.	2.5
03/03/2011	Attend to revised motion to consolidate.	Krieger, A.	1.0
03/03/2011	Review revised Motion to Consolidate.	Kruger, L.	0.2
03/03/2011	Review and revise further draft motion to consolidate appeals.	Pasquale, K.	1.3
03/04/2011	Attend to appellate pleadings (4.3); attend to J. Baer email and proposed revised scheduling order (.3); attend to Judge Fitzgerald's order and memorandum opinion re: BNSF's	Krieger, A.	4.9

STROOCK

DATE	DESCRIPTION	NAME	HOURS
	reconsideration motion (.3).		
03/04/2011	Review BSNF reconsideration order (.4); review PP's revised proposed confirmation schedule and emails re: same (.5).	Pasquale, K.	0.9
03/05/2011	Attend to preparation of appellate briefing.	Krieger, A.	1.1
03/06/2011	Attend to preparation of appellate briefing.	Krieger, A.	4.1
03/07/2011	Attend to appellate pleadings (5.7); attend to revised proposed scheduling order and conference call with representatives of all parties (.4); attend to notice re: cure amounts (.2); attend to stipulation re: consolidated appeals (.1); attend to revised scheduling order re: confirmation appeals (.1).	Krieger, A.	6.5
03/07/2011	Conference call with parties re: scheduling order (.3); review revised consolidation order (.1); review appellate pleadings (.4).	Kruger, L.	0.8
03/07/2011	Conference call with all parties re: scheduling order (.4); review proposed, revised consolidation order and emails re: same (.3).	Pasquale, K.	0.7
03/08/2011	Memorandum to J. Baer re: notice regarding 9.1.2 cure amounts.	Krieger, A.	0.2
03/08/2011	Review draft designation of record on appeal.	Kruger, L.	0.2
03/08/2011	Review PP's draft designation of record on appeal.	Pasquale, K.	1.5
03/09/2011	Exchanged memoranda with J. Baer re: Section 9.1.2 Notice and proposed stipulation and proposed modifications.	Krieger, A.	0.4
03/09/2011	Review proposed record on appeal.	Kruger, L.	0.4
03/09/2011	Continued review of proposed record on appeal.	Pasquale, K.	1.3
03/10/2011	Attend to appellate briefing, issues and case law (4.6); exchanged multiple memoranda with J. Baer re: stipulations with Sealed Air and other creditors (.6); attend to emails re: status of joint motion to consolidate confirmation	Krieger, A.	6.0

STROOCK

DATE	DESCRIPTION	NAME	HOURS
	appeals (.3); o/cs and email D. Mohamed re: confirmation appeals' dockets (.3); attend to scheduling order entered by Judge Buckwalter re confirmation appeals and follow-up emails re: same (.2).		
03/10/2011	Review statement of issues.	Kruger, L.	0.2
03/10/2011	Review Appeal procedures order and calendar events.	Magzamen, M.	0.5
03/10/2011	Emails re: Grace appeal docketing and scheduling (.4); draft statement of issues (.7).	Pasquale, K.	1.1
03/11/2011	Attend to confirmation appeals docket and inquiry thereon (.2); attend to appellate issues and case law (5.1); o/c DM re: appeals dockets (.3).	Krieger, A.	5.6
03/13/2011	Attend to appellate issues and case law.	Krieger, A.	0.9
03/14/2011	Attend to appellate issues and case law (4.3); attend to MCC response to R9033 objections, and ACCs objection to Garlock's intervention motion (.1); attend to stipulation re: Sampson cure procedure (.1); attend to BNSF's letter to Judge Buckwalter (.1); attend to emails re: revised hearing date before the District Court (.1).	Krieger, A.	4.7
03/14/2011	Review pleadings re: appeal.	Kruger, L.	0.3
03/14/2011	Attention to emails and filed pleadings re: schedule and appeal.	Pasquale, K.	0.5
03/15/2011	Attend to Plan Proponents response to 9033 Objections filed (.1); attend to stipulation with Fresenius regarding cure notice (.1).	Krieger, A.	0.2
03/15/2011	Research/review cases re: appellate issues.	Pasquale, K.	1.8
03/16/2011	Attend to memorandum re: record on appeal.	Krieger, A.	0.3
03/16/2011	Telephone conference M. Phillips re: appeal record (.2); attention to proposed record and possible additions (1.2).	Pasquale, K.	1.4
03/17/2011	Emails re: designation of the record (.2); attend	Krieger, A.	4.4

STROOCK

DATE	DESCRIPTION	NAME	HOURS
	to brief appellate issues (3.8); attend to Plan proponents' proposed joint record on appeal (.3); attend to emails re: consolidation stipulation (.1).		
03/17/2011	Emails and attention to proposed record on appeal.	Pasquale, K.	0.9
03/18/2011	Attend to confirmation order appeals filed by various parties (.2); appellate issues (1.1); o/c KP re: appellate issues (.1).	Krieger, A.	1.4
03/21/2011	Attend to proposed additional documents for joint record (.1); attend to statement of issues (.5).	Krieger, A.	0.6
03/22/2011	Attend to statement of issues and memorandum to KP re: same.	Krieger, A.	0.4
03/23/2011	Attend to proposed designation of items for the record and memoranda with bank lenders' counsel re: same (.3); attend to D. Ball's email re: revised index for proposed joint record and related items (.6); conference call with representatives for all parties re: record designations and related appellate issues (.2).	Krieger, A.	1.1
03/23/2011	Review revised joint record.	Kruger, L.	0.2
03/23/2011	Review revised joint record (.7); conference call with all parties re: joint record (.2); emails re: consolidation stipulation (.2).	Pasquale, K.	1.1
03/24/2011	Attend to proposed final form of joint statement of issues (.2); attend to stipulation on cure amount with Beaco Road Site PRP Group (.1).	Krieger, A.	0.3
03/25/2011	Attend to cure stipulation re: Beaco Road PRP Group claims (.1); attend to revised draft statement of issues and memorandum to bank lender group's counsel thereon (.4); memorandum with local counsel re: status of consolidation stipulation (.1); exchanged memoranda with KP re: appellate brief (.4); attend to materials for appellate brief (.9); attend to Plan Proponents response to Rule 9033 objections (.1).	Krieger, A.	2.0

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DATE	DESCRIPTION	NAME	HOURS
03/25/2011	Review revised issues on appeal.	Kruger, L.	0.2
03/25/2011	Review revised draft issues on appeal.	Pasquale, K.	0.3
03/28/2011	Attend to appellate brief issues.	Krieger, A.	0.9
03/29/2011	O/c KP re: appellate brief (.3); attend to emails re: joint record (.2); attend to case law for appellate brief (4.6).	Krieger, A.	5.1
03/29/2011	Emails re: joint record (.2); confer A. Krieger re: appellate brief issues (.3).	Pasquale, K.	0.5
03/30/2011	Attend to revised proposed joint index and emails regarding same.	Krieger, A.	0.4
03/30/2011	Emails re: joint record (.2); review revised joint record (.4).	Pasquale, K.	0.6
03/31/2011	Attend to revised proposed statement of issues and memoranda with lenders' counsel re: same.	Krieger, A.	0.6

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	59.2	\$ 715	\$ 42,328.00
Kruger, Lewis	4.1	995	4,079.50
Magzamen, Michael	0.5	320	160.00
Pasquale, Kenneth	16.7	895	14,946.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 61,514.00
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STROOCK

RE	Hearings 699843 0037
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DATE	DESCRIPTION	NAME	HOURS
03/01/2011	Attend to amended agenda notice.	Krieger, A.	0.1
03/02/2011	Attend (telephonically) hearing on BNSF motion for reconsideration and joinders thereto.	Krieger, A.	1.9
03/02/2011	Participated telephonically in court hearing.	Pasquale, K.	1.9
03/21/2011	Attend to notice of 3/28/11 agenda.	Krieger, A.	0.1
03/24/2011	Attend to amended agenda for 3/28/11 hearing.	Krieger, A.	0.1
03/25/2011	Attend to objections to Garlock's exhibits and other materials re 3/28/11 hearing (.7).	Krieger, A.	0.7
03/28/2011	Attend hearing re: Garlock motions for intervention for access to 2019 exhibits and related (5.5); memorandum re: 3/28/11 court hearing (.1).	Krieger, A.	5.6

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	8.5	\$ 715	\$ 6,077.50
Pasquale, Kenneth	1.9	895	1,700.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 7,778.00
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STROOCK

RE	Relief from Stay Proceedings 699843 0041
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DATE	DESCRIPTION	NAME	HOURS
03/02/2011	Memorandum to and from R. Higgins re: additional inquiry re: Locke stay relief motion.	Krieger, A.	0.1

SUMMARY OF HOURS	HOURS	RATE	TOTAL
Krieger, Arlene G.	0.1	\$ 715	\$ 71.50

TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 71.50
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TOTAL FOR PROFESSIONAL SERVICES RENDERED	\$ 95,649.00
TOTAL DISBURSEMENTS/CHARGES	\$ 1,447.38
TOTAL BILL	\$ 97,096.38

Any disbursement balances shown are compiled from original sources as entered on our records to the billing date shown.
Any disbursements/charges invoiced to us or posted by us subsequent to that date will be reflected in future billing.

EXHIBIT B

WR GRACE & CO
SUMMARY OF FEES
MARCH 1, 2011 - MARCH 31, 2011

	Hours	Rate	Amount
Partners			
Kruger, Lewis	5.3	\$ 995	\$ 5,273.50
Pasquale, Kenneth	20.7	895	18,526.50
Wintner, Mark	0.4	975	390.00
Associates			
Keppler, Abbey L.	1.0	720	720.00
Krieger, Arlene G.	90.6	715	64,779.00
Paraprofessionals			
Magzamen, Michael	1.0	320	320.00
Mohamed, David	28.2	200	5,640.00
Total	147.2		\$ 95,649.00

EXHIBIT C

WR GRACE & CO
DISBURSEMENT SUMMARY
MARCH 1, 2011 - MARCH 31, 2011

Outside Messenger Service	\$ 115.59
Local Transportation	195.87
Long Distance Telephone	101.17
Travel Expenses - Transportation	274.50
Westlaw	760.25
TOTAL	\$ 1,447.38

STROOCK

Disbursements Register

DATE	April 28, 2011
INVOICE NO.	531880
CLIENT	W R Grace & Co
	7500 Grace Drive
	Columbia, MD 21044-4098

FOR EXPENSES INCURRED in the captioned matter for the period through March, 2011 including:

DATE	DESCRIPTION	AMOUNT
Outside Messenger Service		
03/10/2011	VENDOR: UPS; INVOICE#: 0000010X827101; DATE: 03/05/2011; FROM David Mohamed, 180 Maiden Lane, New York, NY TO Dave Klauder Esq. Office of the United States Trustee, 844 N King St, Wilmington, DE 19801 Tracking #:1Z10X8270195217680 on 02/25/2011	7.38
03/10/2011	VENDOR: UPS; INVOICE#: 0000010X827101; DATE: 03/05/2011; FROM David Mohamed, 180 Maiden Lane, New York, NY TO David B. Siegal W.R. Grace & Co., 7500 Grace Dr, Columbia, MD 21044 Tracking #:1Z10X8270195923854 on 02/25/2011	7.38
03/10/2011	VENDOR: UPS; INVOICE#: 0000010X827101; DATE: 03/05/2011; FROM David Mohamed, 180 Maiden Lane, New York, NY TO Bobbi Ruhlander Esq Warren H. Smith and Associates, 325 N St Paul St, Dallas, TX 75201 Tracking #:1Z10X8270196355869 on 02/25/2011	10.46
03/10/2011	VENDOR: UPS; INVOICE#: 0000010X827101; DATE: 03/05/2011; FROM David Mohamed, 180 Maiden Lane, New York, NY TO Dawn S. Marra Duane Morris LLP, 222 Delaware Ave, Wilmington, DE 19801 Tracking #:1Z10X8270197708477 on 02/25/2011	7.38
03/10/2011	VENDOR: UPS; INVOICE#: 0000010X827101; DATE: 03/05/2011; FROM David Mohamed, 180 Maiden Lane, New York, NY TO David B. Siegal W.R. Grace & Co., 7500 Grace Dr, Columbia, MD 21044 Tracking #:1Z10X8270190015077 on 02/28/2011	7.38
03/10/2011	VENDOR: UPS; INVOICE#: 0000010X827101; DATE: 03/05/2011;	7.38

STROOCK

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DATE	DESCRIPTION	AMOUNT
	FROM David Mohamed, 180 Maiden Lane, New York, NY TO Dave Klauder Esq. Office of the United States Trustee, 844 N King St, Wilmington, DE 19801 Tracking #:1Z10X8270190023442 on 02/28/2011	
03/10/2011	VENDOR: UPS; INVOICE#: 0000010X827101; DATE: 03/05/2011; FROM David Mohamed, 180 Maiden Lane, New York, NY TO Dawn S. Marra Duane Morris LLP, 222 Delaware Ave, Wilmington, DE 19801 Tracking #:1Z10X8270191899853 on 02/28/2011	7.38
03/10/2011	VENDOR: UPS; INVOICE#: 0000010X827101; DATE: 03/05/2011; FROM David Mohamed, 180 Maiden Lane, New York, NY TO Bobbi Ruhlander Esq Warren H. Smith and Associates, 325 N St Paul St, Dallas, TX 75201 Tracking #:1Z10X8270193889066 on 02/28/2011	10.46
03/10/2011	VENDOR: UPS; INVOICE#: 0000010X827101; DATE: 03/05/2011; FROM David Mohamed, 180 Maiden Lane, New York, NY TO Dave Klauder Esq. Office of the United States Trustee, 844 N King St, Wilmington, DE 19801 Tracking #:1Z10X8270191641228 on 03/03/2011	11.07
03/10/2011	VENDOR: UPS; INVOICE#: 0000010X827101; DATE: 03/05/2011; FROM David Mohamed, 180 Maiden Lane, New York, NY TO Dawn S. Marra Duane Morris LLP, 222 Delaware Ave, Wilmington, DE 19801 Tracking #:1Z10X8270192983214 on 03/03/2011	11.07
03/10/2011	VENDOR: UPS; INVOICE#: 0000010X827101; DATE: 03/05/2011; FROM David Mohamed, 180 Maiden Lane, New York, NY TO Bobbi Ruhlander Esq Warren H. Smith and Associates, 325 N St Paul St, Dallas, TX 75201 Tracking #:1Z10X8270195153132 on 03/03/2011	17.18
03/10/2011	VENDOR: UPS; INVOICE#: 0000010X827101; DATE: 03/05/2011; FROM David Mohamed, 180 Maiden Lane, New York, NY TO David B. Siegal W.R. Grace & Co., 7500 Grace Dr, Columbia, MD 21044 Tracking #:1Z10X8270198936924 on 03/03/2011	11.07
Outside Messenger Service Total		115.59
Local Transportation		
03/01/2011	VENDOR(BE): KPASQUALE: 02/23/11; Court hearing before Judge Buckwalter in Philadelphia, PA	108.76
03/01/2011	VENDOR(BE): KPASQUALE: 02/23/11; Court hearing before Judge	15.00

STROOCK

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DATE	DESCRIPTION	AMOUNT
	Buckwalter in Philadelphia, PA	
03/03/2011	VENDOR(EE): AKRIEGER: 02/23/11; Taxi fare from home to Penn Station \$13.00 + 2.00 tip	15.00
03/03/2011	VENDOR(EE): AKRIEGER: 02/23/11; Taxi fare from 30th Street Station to District Courthouse (fare was shared)	5.50
03/03/2011	VENDOR(EE): AKRIEGER: 02/23/11; Taxi fare from Penn Station to midtown office \$9.40 +1.60 tip	11.00
03/15/2011	VENDOR: NYC Taxi; Invoice#: 922315; Invoice Date: 03/11/2011; Voucher #: 1113257526; Arlene Krieger 03/03/2011 20:31 from 180 MAIDEN LA MANHATTAN NY to MANHATTAN NY	40.61
	Local Transportation Total	195.87
	Long Distance Telephone	
03/03/2011	EXTN.795544, TEL.2015877144, S.T.10:18, DUR.00:00:11	0.56
03/04/2011	EXTN.795562, TEL.5853276405, S.T.12:00, DUR.00:01:33	0.61
03/11/2011	VENDOR: Chase Card Services; INVOICE#: 030211; DATE: 3/2/2011 - visa charge 02/16/11 Court Call	100.00
	Long Distance Telephone Total	101.17
	Travel Expenses - Transportation	
03/03/2011	VENDOR(EE): AKRIEGER: 02/23/11; additional Amtrak ticket costs (switched to earlier train back to NY)	33.00
03/10/2011	VENDOR: AMEX; KRIEGER MAER/ARLENE on 02/10/2011	32.25
03/10/2011	VENDOR: AMEX; KRIEGER MAER/ARLENE NYP PHL on 02/14/2011	105.00
03/10/2011	VENDOR: AMEX; KRIEGER MAER/ARLENE on 02/14/2011	32.25
03/10/2011	VENDOR: AMEX; KRIEGER MAER/ARLENE PHL NYP on 02/14/2011	72.00

STROOCK

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DATE	DESCRIPTION	AMOUNT
Travel Expenses - Transportation Total		274.50
Westlaw		
03/10/2011	Duration 1; by Krieger, Arlene G.	30.50
03/11/2011	Duration 7; by Krieger, Arlene G.	229.75
03/14/2011	Duration 0; by Krieger, Arlene G.	30.50
03/29/2011	Duration 14; by Krieger, Arlene G.	469.50
Westlaw Total		760.25

 BILL DISBURSEMENT SUMMARY

Outside Messenger Service	\$ 115.59
Local Transportation	195.87
Long Distance Telephone	101.17
Travel Expenses - Transportation	274.50
Westlaw	760.25

TOTAL DISBURSEMENTS/CHARGES	\$ 1,447.38
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